Same page, after line 23, delete the figure descriptions lines 24-29 and insert the following therefore:

Figure 1 is an exploded view of the device of this invention.

Figure 2 is a front view of the device of this invention.

Figure 3a is a circuit diagram for the anti-noise system of this invention.

B3 Figure 3b is a schematic representation of the anti-noise system of Figure 3a.

Figure 4 is a circuit diagram of the radio receiving circuit of this invention.

Figure 5 is a circuit diagram of the sound-collection circuit system of this invention.

Figure 6 is a synthesis circuit system of the components of Figures 3a, 4 and 5.--.

Page 3, the last paragraph will now read:

FIG. 2 is the out-looking diagram of this invention. On the two sides Speaker Plate (12) of the headphone, there is a Speaker (11) to generate sound waves, and a microphone to receive the external noise. The Anti-Noise circuit system of this invention

B4 (See Figure 3a and 3b) is on one of the PCB Assembly (8) of the Earcover (7) (The left one as shown in FIG. 2). This PCB consists of a phase detection and u-circuit IC (102), a switch (SWI) and a Variable Resister (VR1) for user to adjust the volume. There is also an External Input Terminal (301) (See Figure 5) that connected to the PCB to provide the input of the external audio signal.

Page 4, the first paragraph will now read:

The FM, AM receiving circuit system (See Figure 4) is on the other PCB

B5 Assembly (8) of the Earcover (7) (The right one as shown in FIG. 2). This PCB consists

of a u-circuit IC (201), a switch (SW2), a Variable Resister (VR2) to adjust the volume, and channel tuner to tune the radio frequency. The Cable (3) that connects the two Headsets is hide in the Headband Leading Cable (3). Therefore, it is impossible for the cable to hinder other object except connect to the external audio input source.

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After page 5 insert the following Abstract: